

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re: §
§
DEEP MARINE HOLDINGS, INC., § **Case No. 09-39313**
et al. §
§
Debtors. § **Jointly Administered**
§ **Chapter 11**

DEBTORS' NOTICE OF AUCTION RESULTS

PLEASE TAKE NOTICE that on May 17, 2010, the Debtors held an auction (the "Auction") of substantially all of their assets in accordance with the Court's Order Approving Debtor's Motion for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Bidding Deadline, Auction Date and Sale Hearing, and (III) Approving Form and Notice Thereof (doc. no. 363) (the "Bid Procedures Order").

PLEASE TAKE FURTHER NOTICE that, as a result of the Auction, and in accordance with the Bid Procedures Order, the Debtors, in consultation with the Committee and subject to Court approval, have selected a prevailing bid as the highest and best bid (the "Prevailing Bid"). The Prevailing Bid is an aggregate bid composed of the following distinct bids:

- (a) Sale of the DMT Diamond to Seacor Marine LLC for \$10,000,000.
- (b) Sale of the DMT Emerald to Otto Marine Limited for \$51,000,000.
- (c) Sale of the XLS21 and XLS22 Remote Operated Vehicles to Otto Marine Limited for \$4,300,000.
- (d) Sale of the DMT Topaz to Ezram, LLC for \$6,200,000.
- (e) Sale of the XLS5, XLS6, XLS36 to Ezram, LLC for \$6,400,000.
- (f) Sale of certain other equipment to Ezram, LLC for \$350,000.

(g) Sale of the DMT Sapphire to Oceaneering International, Inc. for \$16,500,000.

The Prevailing Bid totals \$94,750,000.¹ Each bid making up the Prevailing Bid shall be governed by the purchase and sale agreement between the relevant bidder and the Debtors. Based on the Prevailing Bid, the Debtors have amended the preliminary estimate of distributions originally attached to the Debtors' Joint Disclosure Statement for the Debtors' Proposed Joint Plan of Reorganization. The amended preliminary estimate of distributions is attached hereto and remains subject to all reservations of rights that were applicable to the original preliminary estimate of distributions.

PLEASE TAKE FURTHER NOTICE that the Debtors shall seek Court approval of a sale in accordance with the Prevailing Bid at a hearing on **June 2, 2010, at 9:00 a.m. (prevailing Central Time)**, before the Honorable Marvin Isgur, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of Texas, Houston Division, 515 Rusk, Houston, TX 77002. Any objections to a sale in accordance with the Prevailing Bid must be (a) filed with the Office of the Clerk, United States Bankruptcy Court for the Southern District of Texas, Houston Division, 515 Rusk, Houston, TX 77002, (b) served on the following parties so as to be **received no later than 3:00 p.m. (prevailing Central Time) on May 27, 2010**: (i) the Debtors: Deep Marine Technology Incorporated, 20411 Imperial Valley Drive, Houston, Texas 77073 (Attn: John Bittner, email: John.Bittner@GT.com); (ii) Counsel to the Debtors: Bracewell & Giuliani LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002 (Attn: William A. (Trey) Wood, email: Trey.Wood@bglp.com); (iii) Counsel for the Committee: McKool Smith P.C., 600 Travis Street, Suite 7000, Houston, Texas 77002 (Attn:

¹ Per the terms of the Bid Procedures Order and the purchase and sale agreement approved therein, the Prevailing Bid amount shall be reduced by the Break-Up Fee and Expense Reimbursement (as each is defined in the Bid Procedures Order) due to Oceaneering International, Inc.

Hugh Ray III, email: hmraysmith@mckoolsmith.com); and (iv) Nancy Holley, United States Department of Justice, Office of the United States Trustee for the Southern District of Texas, Houston Division, 515 Rusk Street, Suite 3516, Houston, Texas, 77002.

Respectfully submitted,

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ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

The undersigned certifies that on May 19, 2010, a true and correct copy of this document was served on all parties on the attached master service list by electronic means as listed on the court's ECF noticing system, by electronic mail as indicated, and/or by United States first class mail, postage prepaid.

/s/ Jason G. Cohen

Jason G. Cohen

DEEP MARINE HOLDINGS, INC., *et al.*
PRELIMINARY WATERFALL ANALYSIS
AS OF MAY 17, 2010

GENERAL ASSUMPTIONS:

1. Waterfall analysis assumes sale contemplated to prevailing bidders at the Auction.
2. Allocation by vessel is derived from the prevailing bids at the auction.
3. Allocation of value to ROVs is assumed to be a ratable allocation of value to each ROV, based upon the 2 prevailing bids for the ROVs.
4. Allocation to tools or spare parts owned by DMT of \$0.35 million as per the Auction.
5. Obligations owed to PNC Bank are assumed to be repaid through collection of existing accounts receivable.
6. No subordination or recharacterization of any debt has been assumed herein, unless otherwise specifically noted herein.
7. No allocation of value to post-acquisition capital expenditures or capitalized repairs have been assumed herein.
8. Amounts and priorities of Claims are based upon the Debtors' Schedules as Filed with the Bankruptcy Court and a preliminary review of Filed Proofs of Claims. Such amounts and priorities are provided herein for estimation purposes only, and are not intended to bind either the Debtors or Creditors.
The Debtors expressly reserve all rights to dispute the amount and/or priority of any Filed Claims. The amounts and priorities of Claims ultimately allowed in any class may differ substantially from amounts shown herein, and the effect on these projections may be material.
9. No recoveries of preference, fraudulent transfers/conveyances or other potential Causes of Action (including Avoidance Actions) are reflected herein, and Debtors reserve all rights regarding same.
10. Amounts and priorities of maritime Liens reflected herein are based upon the Debtors' Schedules as Filed with the Bankruptcy Court and a preliminary review of Filed Proofs of Claims. Such amounts and priorities are provided herein for estimation purposes only, and are not intended to bind either the Debtors or Creditors.
The Debtors expressly reserve all rights to dispute the amount and/or priority of any maritime Lien. The amount and priority of maritime Liens ultimately allowed and the classification of same may differ substantially from amounts shown herein, and the effect on these projections may be material.
11. Waterfall analysis assumes that overhead and case administration costs are allocated ratably over DMT, DM1, DM2, DM3 and DM4.
12. No provision has been made for the allowance of any legal and/or consulting fees incurred by any Secured Creditor, where payment may be sought from the Debtors.
13. No estimates of costs of administering the Liquidating Trust have been included in this waterfall analysis.
14. Waterfall analysis assumes that no federal, state or local income tax will be due or payable as a result of the sale transaction proposed by the PSA or any other approved Purchase and Sale Agreement.
15. For the avoidance of doubt, this waterfall analysis is for informational purposes only, and nothing herein shall be binding on any party for any purpose.

DEEP MARINE HOLDINGS, INC.
PRELIMINARY WATERFALL ANALYSIS
AS OF MAY 17, 2010
in 000s

	<u>Amount</u>
Investment in Deep Marine Technology, Inc.	\$ -
Chapter 11 Admin Costs:	
Administrative Claims	-
Allocated overhead / case administration costs from DM4	<u>-</u>
Proceeds Available for Secured Claims	-
Secured Claims:	<u>-</u>
Proceeds Available for General Unsecured Claims	-
General Unsecured Claims	<u>Unknown</u>
Proceeds Available for Subordinated Claims	-
Subordinated Claims	<u>Unknown</u>
Proceeds Available for Equity Holders	\$ -

DEEP MARINE TECHNOLOGIES, INC.
 PRELIMINARY WATERFALL ANALYSIS
 AS OF MAY 17, 2010
 in 000s

	<u>Amount</u>
Proceeds from Sale of Inventory:	
Vessels (fuel on board) (a)	500
Warehouse	<u>350</u>
Total Inventory	850
Proceeds from Subsidiaries after satisfaction of secured debt:	
Deep Marine 1, LLC	-
Deep Marine 2, LLC	12,318
Deep Marine 3, LLC	-
Deep Marine 4, LLC	9,148
Allocation of Value to ROVs	
XLS5	2,133
XLS6	2,133
XLS21	2,150
XLS22	2,150
XLS36	<u>2,133</u>
Total Proceeds Available for Creditors (from Sale of Vessels)	33,015
Other Assets & Projected Recoveries:	
Accounts Receivable (b)	2,000
Shop Equipment and Other Assets	<u>200</u>
Total Proceeds Available	\$ 35,215
Chapter 11 Administrative Claims:	
Administrative Claims	(2,250)
Allocated overhead / case administration costs from DM4 (c)	<u>(1,063)</u>
Proceeds Available for Secured Claims:	31,902
Secured Liabilities	
PNC Bank	(1,150)
Candies ROV Debt: (d)	(2,100)
XLS5	(2,100)
XLS6	(2,100)
XLS22	(2,100)
XLS36	(2,100)
	<u>-</u>
Proceeds Available for Priority Claims	22,352
Priority Claims	
Priority Tax & Wage Claims	<u>(361)</u>
Proceeds Available for General Unsecured Claims	21,991
General Unsecured Claims (e)	48,802
Percentage Recovery	45%

(a) Estimate of current market value of fuel on board the vessels.
 (b) The ROV Nemesis is also being sold, however its value is minimal in relation to the other 5 ROVs and the Debtors have not allocated a dollar amount to that ROV for the purpose of this analysis.
 (c) Based upon current estimate of collectability; subject to revision.
 (d) Includes allocation of \$1.063 million in overhead / case admin costs from DM4.
 (e) Repayment of these notes are assumed to be in an amount equal to the principal balance owing plus accrued interest as of the Petition Date.
 (f) The amount shown herein for general unsecured claims is based on the Debtors' books and records, a preliminary review of filed claims and certain assumptions on allowance of certain claims in other classes. No estimate has been made herein for damage claims for rejection of executory contracts and leases. The allowance of such claims could increase the ultimate amount of allowed general unsecured claims.

DEEP MARINE 1, LLC
 PRELIMINARY WATERFALL ANALYSIS
 AS OF MAY 17, 2010
 in 000s

	<u>Amount</u>
Sale Price of DMT Diamond	\$10,000
Chapter 11 Admin Costs:	
Allocated overhead / case administration costs from DM4 (a)	1,063
Secured Debt:	
GE Preferred Ship Mortgage	13,630
Junior Maritime Liens (b)	7,238
	8,937
Proceeds Available to DMT	\$ -
Deficiency Claim	(11,931)

(a) Includes allocation of \$1.063 million in overhead / case admin costs from DM4.

(b) Amounts for maritime Claims are based upon an estimate from the Debtors' records and a preliminary review of Filed Proofs of Claim and are all assumed to be Maritime Junior Secured Claims. Actual amounts and priorities of Allowed maritime Claims may differ materially from amounts and priorities shown herein and Debtors reserve all rights to challenge any Filed Claim requesting maritime Lien status. Certain parties may assert Maritime Senior Secured Claims, as defined in the Plan. If such Claims are ultimately allowed as Allowed Maritime Senior Secured Claims, such Claims may be entitled to payment in full before any payment on any preferred ship mortgage. No provision for post-petition interest has been assumed for any Allowed maritime Lien claim.

(c) GE reserves all rights regarding the the value of the DMT Diamond.

The Debtors reserve their right to dispute any valuation.

DEEP MARINE 2, LLC
 PRELIMINARY WATERFALL ANALYSIS
 AS OF MAY 17, 2010
 in 000s

	<u>Amount</u>
Sale Price of DMT Emerald	\$51,000
Chapter 11 Admin Costs:	
Allocated overhead / case administration costs from DM4 (a)	1,063
Secured Debt:	
GE Preferred Ship Mortgage (b)	31,345
Junior Maritime Liens (c)	5,785
Proceeds Available for Priority Tax	\$ 12,807
Priority Tax	489
Proceeds Available for DMT	\$ 12,318
Deficiency Claim	-
(a) Includes allocation of \$1.063 million in overhead / case admin costs from DM4.	
(b) Post-petition interest on the GE Preferred Ship Mortgage is calculated using the contractual interest rate as of the Petition Date.	
(c) Amounts for maritime Claims are based upon an estimate from the Debtors' records and a preliminary review of Filed Proofs of Claim and are all assumed to be Maritime Junior Secured Claims. Actual amounts and priorities of Allowed maritime Claims may differ materially from amounts and priorities shown herein and Debtors reserve all rights to challenge any Filed Claim requesting maritime Lien status. Certain parties may assert Maritime Senior Secured Claims, as defined in the Plan. If such Claims are ultimately allowed as Allowed Maritime Senior Secured Claims, such Claims may be entitled to payment in full before any payment on any preferred ship mortgage. No provision for post-petition interest has been assumed for any Allowed maritime Lien claim.	
(d) GE informs the Debtors that GE will seek fees, costs, interest, etc. The Debtors reserve their right to dispute any fees, costs, interest, etc.	

DEEP MARINE 3, LLC
 PRELIMINARY WATERFALL ANALYSIS
 AS OF MAY 17, 2010
 in 000s

	<u>Amount</u>
Sale Price of DMT Topaz	\$6,200
Chapter 11 Admin Costs:	
Allocated overhead / case administration costs from DM4 (a)	1,063
Secured Debt:	
Preferred Ship Mortgage	4,121
Junior Maritime Liens (b)	4,794
Proceeds Available to DMT	\$ -
Deficiency Claim	(3,778)

(a) Includes allocation of \$1.063 million in overhead / case admin costs from DM4.

(b) Amounts for maritime Claims are based upon an estimate from the Debtors' records and a preliminary review of Filed Proofs of Claim and are all assumed to be Maritime Junior Secured Claims. Actual amounts and priorities of Allowed maritime Claims may differ materially from amounts and priorities shown herein and Debtors reserve all rights to challenge any Filed Claim requesting maritime Lien status. Certain parties may assert Maritime Senior Secured Claims, as defined in the Plan. If such Claims are ultimately allowed as Allowed Maritime Senior Secured Claims, such Claims may be entitled to payment in full before any payment on any preferred ship mortgage. No provision for post-petition interest has been assumed for any Allowed maritime Lien claim.

DEEP MARINE 4, LLC
 PRELIMINARY WATERFALL ANALYSIS
 AS OF MAY 17, 2010
 in 000s

	<u>Amount</u>
Sale Price of DMT Sapphire	\$16,500
 Secured Debt:	
Preferred Ship Mortgage (DIP Loan)	5,315
Allocated overhead / case administration costs to DMT and DM1-3	(4,252)
Junior Maritime Liens (a)	<u>6,289</u>
Proceeds Available to DMT	<u><u>\$ 9,148</u></u>

(a) Amounts for maritime Claims are based upon an estimate from the Debtors' records and a preliminary review of Filed Proofs of Claim and are all assumed to be Maritime Junior Secured Claims. Actual amounts and priorities of Allowed maritime Claims may differ materially from amounts and priorities shown herein and Debtors reserve all rights to challenge any Filed Claim requesting maritime Lien status. Certain parties may assert Maritime Senior Secured Claims, as defined in the Plan. If such Claims are ultimately allowed as Allowed Maritime Senior Secured Claims, such Claims may be entitled to payment in full before any payment on any preferred ship mortgage. No provision for post-petition interest has been assumed for any Allowed maritime Lien claim.

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